



First Union Rail Corporation  
NC5811  
Commercial Leasing Group  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018  
Tel 847 318-7575  
847 318-7588

RECORDATION NO. 24202 FILED

NOV 04 '02

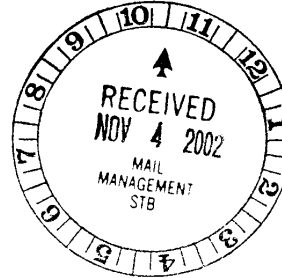
2-46 PM

VIA UPS 2<sup>nd</sup> DAY AIR

SURFACE TRANSPORTATION BOARD

November 1, 2002

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment



**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated September 27, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Cottonseed L.L.C.  
816 South Bainbridge  
La Crosse, WI 54603

A description of the railroad equipment covered by the enclosed document is eight (8) 5200 and 5250 cubic foot capacity covered hopper cars with gravity gates and trough hatch covers, with FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone  
Manager of Documentation

Enclosures

(COTT001)

RECORDATION NO. 24202 FILED

ASSGN. NO.: COTT001

NOV 04 '02 2-46 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 27<sup>th</sup> day of September, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cottonseed L.L.C. ("Lessee"), a limited liability corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 20, 2002, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: K. A. Dombrowski  
Name: K. A. Dombrowski

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Title: DIRECTOR OF DOCUMENTATION Executed on this 27<sup>th</sup> day of September, 2002.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27<sup>th</sup> day of September, 2002.

Susan Grokulska  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



**LESSEE:**

COTTONSEED L.L.C.

By: Larry A. Johnson

Name: Larry A. Johnson

Title: Chief Operating Mgr.

**ATTEST:**

By: Nathan T. Kromke

Name: Nathan T. Kromke

Title: Merchandise

Executed on this 23<sup>rd</sup> day of SEPT., 2002.

[CORPORATE SEAL]

STATE OF WISCONSIN

COUNTY OF LACROSSE

I, Roy A. Lafser, a Notary Public of the County and State aforesaid, certify that LARRY A. JOHNSON personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23<sup>rd</sup> day of SEPTEMBER, 2002.

Roy A. Lafser  
Notary Public

Commission Expires:

MAY 7, 2006  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF RAILCARS:       Eight (8)

DESCRIPTION OF RAILCARS:   5,200 and 5,250 cu. ft. capacity covered hopper car

CAR NUMBERS:               See below:

FURX 845234

FURX 845239

FURX 845294

FURX 845304

FURX 845312

FURX 845330

FURX 850658

FURX 850891

Count:       8